

Eric R. Reimer (admitted *pro hac vice*)
Thomas R. Kreller (admitted *pro hac vice*)
Robert J. Liubicic
MILBANK, TWEED, HADLEY & McCLOY LLP
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

Andrew M. Leblanc
MILBANK, TWEED, HADLEY & McCLOY LLP
1850 K Street, NW, Suite 1100
Washington, DC 20006
Telephone: (202) 835-7500
Facsimile: (202) 263-7586

Craig M. Price
MILBANK, TWEED, HADLEY & McCLOY LLP
28 Liberty Street
New York, New York 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Counsel to Cyrus Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	Chapter 11
In re:)	
)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,)	
)	(Jointly Administered)
Debtors.)	
_____)	

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS

PLEASE TAKE NOTICE that the undersigned counsel hereby appears in the above-captioned chapter 11 cases on behalf of Cyrus Capital Partners, L.P. (“Cyrus”), and pursuant to Rules 2002 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and section 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”), requests that

all notices given or required to be given and all papers served in this case be delivered to and served upon the party identified below at the following address:

Andrew M. Leblanc
Milbank, Tweed, Hadley & McCloy LLP
1850 K Street, NW, Suite 1100
Washington, DC 20006
Telephone: (202) 835-7500
Facsimile: (202) 263-7586
E-mail: ALeblanc@milbank.com

PLEASE TAKE FURTHER NOTICE that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules, but also includes all orders, applications, motions, petitions, pleadings, requests, complaints or demands, whether formal or informal, written or oral, transmitted or conveyed by mail delivery, telephone, facsimile or otherwise, in these cases.

PLEASE TAKE FURTHER NOTICE that this entry of appearance nor any subsequent appearance, pleading, claim, or suit shall constitute a waiver of Cyrus's rights (1) to have an Article III judge adjudicate in the first instance any case, proceeding, matter, or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (2) to have final orders in non-core matters entered only after de novo review by a higher court; (3) to trial by jury in any proceeding so triable herein or any case, controversy, or proceeding related to hereto; (4) to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal; or (5) any other rights, claims, actions, defenses, setoffs, or recoupments to which Cyrus is or may be entitled under agreements, in law or equity, all of which rights, claims, actions, defenses, setoffs, and recoupments are hereby expressly reserved.

PLEASE TAKE FURTHER NOTICE that Cyrus does not consent to the entry of final orders or judgments by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

Dated: December 13, 2018
New York, New York

MILBANK, TWEED, HADLEY & McCLOY LLP

By: /s/ Andrew M. Leblanc

Eric R. Reimer (admitted *pro hac vice*)
Thomas R. Kreller (admitted *pro hac vice*)
Robert J. Liubicic
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067
Telephone: (424) 386-4000
Facsimile: (213) 629-5063

Andrew M. Leblanc
1850 K Street, NW, Suite 1100
Washington, DC 20006
Telephone: (202) 835-7500
Facsimile: (202) 263-7586

Craig M. Price
28 Liberty Street
New York, New York 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Counsel to Cyrus Capital Partners, L.P.